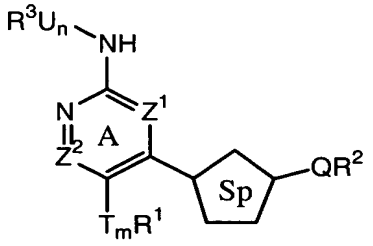
IN THE CLAIMS:

Please cancel claims 45, 46, 52, 53, 61, 62, 64, and 66 without prejudice, and amend claims 1-44, 47-51, 54-60, 63, 65, and 67-70 as follows:

1. (Currently amended) A method of inhibiting ERK-2 activity in a patient, which method comprises administering to said patient a compound of formula **I**:



I

or a pharmaceutically acceptable salt ~~derivative~~ thereof, wherein:

Sp is a spacer group comprising a 5-membered heteroaromatic ring, wherein Ring A and QR^2 are attached to Sp at non-adjacent positions; and wherein Sp has up to two R^6 substituents, provided that two substitutable carbon ring atoms in Sp are not simultaneously substituted by R^6;

Z^1 is N and Z^2 is CH ~~are each independently selected from N or CH~~;

T is a linker group selected from –NH-, $-CH_2-$, -CO-, or a saturated or unsaturated C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two saturated carbons of the chain are optionally replaced by –C(O)-, -C(O)C(O)-, $-CONR^7-$, $-CONR^7NR^7-$, $-CO_2-$, -OC(O)-, $-NR^7CO_2-$, -O-, $-NR^7CONR^7-$, $-OC(O)NR^7-$, $-NR^7NR^7-$, $-NR^7CO-$, -S-, -SO-, $-SO_2-$, $-NR^7-$, $-SO_2NR^7-$, or $-NR^7SO_2-$;

~~and~~ Q is $-CO_2-$, $-C(O)NR^7-$, or $-S(O)_2NR^7-$ ~~are each an independently selected linker group~~;

U is selected from $-NR^7-$, $-NR^7CO-$, $-NR^7CONR^7-$, $-NR^7CO_2-$, -O-, $-CONR^7-$, -CO-, $-CO_2-$, -OC(O)-, $-NR^7SO_2-$, $-SO_2NR^7-$, $-NR^7SO_2NR^7-$, or $-SO_2-$;

m and n are each independently selected from zero or one;

R^1 is selected from hydrogen, CN, halogen, R, $N(R^7)_2$, OR, or OH;

R^2 is selected from $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, $-(CH_2)_yCH(R^8)CH(R^5)_2$, $-N(R^4)_2$, or $-NR^4(CH_2)_yN(R^4)_2$;

y is 0-6;

R^3 is selected from R^7, R, $-(CH_2)_yCH(R^8)R$, CN, $-(CH_2)_yCH(R^8)CH(R^5)_2$, or $-(CH_2)_yCH(R^8)N(R^4)_2$;

each R is independently selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms;

each R^4 is independently selected from R, R^7, $-COR^7$, $-CO_2R$, $-CON(R^7)_2$, $-SO_2R^7$, $-(CH_2)_yR^5$, or $-(CH_2)_yCH(R^5)_2$;

each R^5 is independently selected from R, OR, CO_2R, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

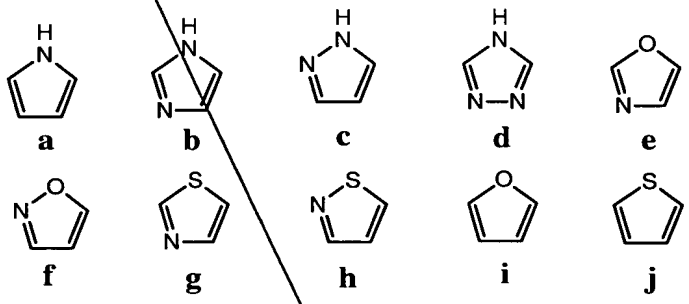
each R^6 is independently selected from R^7, F, Cl, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

R^8 is selected from R, $(CH_2)_wOR^7$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^7$; and

each w is independently selected from 0-4.

2. (Currently amended) The method according to claim 1, wherein Sp is selected from one of the following:



or a pharmaceutically acceptable salt ~~derivative~~ thereof.

3. (Currently amended) The method according to claim 2, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, –CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

4. (Currently amended) The method according to claim 3, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, –CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

5. (Currently amended) The method according to claim 3, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, $-CH(CH_2OH)$phenyl, $-CH(CH_2OH)$ethyl, $-CH(CH_2OH)_2$, $-CH(CH_2OH)$isopropyl, $-CH(CH_2OH)CH_2$cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3;

(c) Q is ~~-CO-~~, –CONH-, ~~$-SO_2-$~~, or $-SO_2NH-$;

(d) R^2 is $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$, wherein R^8 is OH or CH_2OH; and

(e) R^5 is $-CH_2OH$, $-(CH_2)_2OH$, isopropyl, or an optionally substituted group selected from pyrrolidin-1-yl, morpholin-4-yl, piperidin-1-yl, piperazin-1-yl, 4-methyl[1,4]diazepan-1-yl, 4-phenyl-piperazine-1-yl, pyridin-3-yl, pyridin-4-yl, imidazolyl, furan-2-yl, 1,2,3,4-tetrahydroisoquinoline, tetrahydrofuran-2-yl, cyclohexyl, phenyl, or benzyl.

6. (Currently amended) The method according to claim 5, wherein:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, $-CH(CH_2OH)$phenyl, $-CH(CH_2OH)$ethyl, $-CH(CH_2OH)_2$, $-CH(CH_2OH)$isopropyl, $-CH(CH_2OH)CH_2$cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

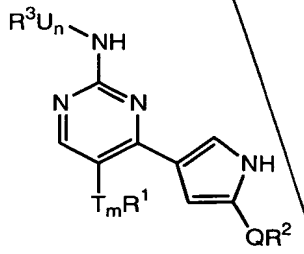
(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3;

(c) Q is ~~$-CO-$~~, $-CONH-$, ~~$-SO_2-$~~, or $-SO_2NH-$;

(d) R^2 is $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$, wherein R^8 is OH or CH_2OH; and

(e) R^5 is $-CH_2OH$, $-(CH_2)_2OH$, isopropyl, or an optionally substituted group selected from pyrrolidin-1-yl, morpholin-4-yl, piperidin-1-yl, piperazin-1-yl, 4-methyl[1,4]diazepan-1-yl, 4-phenyl-piperazine-1-yl, pyridin-3-yl, pyridin-4-yl, imidazolyl, furan-2-yl, 1,2,3,4-tetrahydroisoquinoline, tetrahydrofuran-2-yl, cyclohexyl, phenyl, or benzyl.

7. (Currently amended)) The method according to claim 2, wherein said compound is of formula **III-a**:



III-a

or a pharmaceutically acceptable <u>salt</u> ~~derivative~~ thereof.

8. (Currently amended) The method according to claim 7, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, -CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or ~~-CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

9. (Currently amended) The method according to claim 8, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

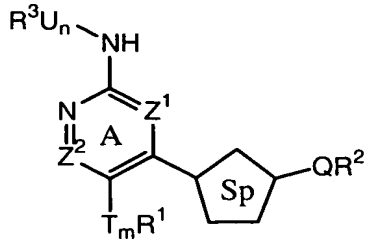
(c) Q is ~~-CO-~~, $-CO_2-$, -CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or ~~-CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

10. (Currently amended) A method of inhibiting ERK-2 activity in a biological sample, which method comprises contacting said sample with a compound of formula **I**:



I

or a pharmaceutically acceptable salt ~~derivative~~ thereof, wherein:

Sp is a spacer group comprising a 5-membered heteroaromatic ring, wherein Ring A and QR^2 are attached to Sp at non-adjacent positions; and wherein Sp has up to two R^6 substituents, provided that two substitutable carbon ring atoms in Sp are not simultaneously substituted by R^6;

Z^1 is N and Z^2 is CH ~~are each independently selected from N or CH~~;

T is a linker group selected from –NH-, $-CH_2-$, -CO-, or a a saturated or unsaturated C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two saturated carbons of the chain are optionally replaced by –C(O)-, -C(O)C(O)-, $-CONR^7-$, $-CONR^7NR^7-$, $-CO_2-$, -OC(O)-, $-NR^7CO_2-$, -O-, $-NR^7CONR^7-$, $-OC(O)NR^7-$, $-NR^7NR^7-$, $-NR^7CO-$, -S-, -SO-, $-SO_2-$, $-NR^7-$, $-SO_2NR^7-$, or $-NR^7SO_2-$;

~~and~~ Q is $-CO_2-$, $-C(O)NR^7-$, or $-S(O)_2NR^7-$ ~~are each an independently selected linker group~~;

U is selected from $-NR^7-$, $-NR^7CO-$, $-NR^7CONR^7-$, $-NR^7CO_2-$, -O-, $-CONR^7-$, -CO-, $-CO_2-$, -OC(O)-, $-NR^7SO_2-$, $-SO_2NR^7-$, $-NR^7SO_2NR^7-$, or $-SO_2-$;

m and n are each independently selected from zero or one;

R^1 is selected from hydrogen, CN, halogen, R, $N(R^7)_2$, OR, or OH;

R^2 is selected from $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, $-(CH_2)_yCH(R^8)CH(R^5)_2$, $-N(R^4)_2$, or $-NR^4(CH_2)_yN(R^4)_2$;

y is 0-6;

R^3 is selected from R^7, R, $-(CH_2)_yCH(R^8)R$, CN, $-(CH_2)_yCH(R^8)CH(R^5)_2$, or $-(CH_2)_yCH(R^8)N(R^4)_2$;

each R is independently selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms;

each R^4 is independently selected from R, R^7, $-COR^7$, $-CO_2R$, $-CON(R^7)_2$, $-SO_2R^7$, $-(CH_2)_yR^5$, or $-(CH_2)_yCH(R^5)_2$;

each R^5 is independently selected from R, OR, CO_2R, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

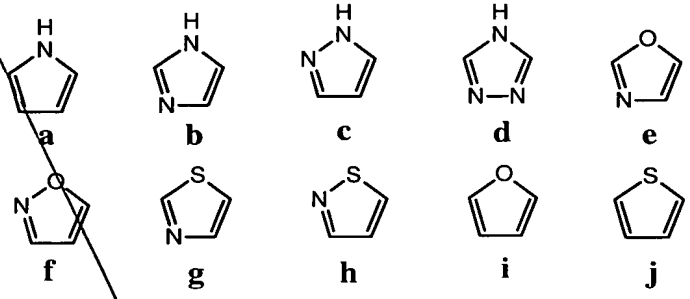
each R^6 is independently selected from R^7, F, Cl, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

R^8 is selected from R, $(CH_2)_wOR^7$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^7$; and

each w is independently selected from 0-4.

11. (Currently amended) The method according to claim 10, wherein Sp is selected from one of the following:



or a pharmaceutically acceptable salt ~~derivative~~ thereof.

12. (Currently amended) The method according to claim 11, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, –CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

13. (Currently amended) The method according to claim 12, wherein:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, -CO_2-, –CONH-, ~~-SO_2-~~, -SO_2NH-, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is -$NR^4(CH_2)_yN(R^4)_2$, -$(CH_2)_yR^5$, -$(CH_2)_yCH(R^5)_2$, or -$(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or -$(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from C_{1-6} aliphatic, phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

14. (Currently amended) The method according to claim 12, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH(CH_2OH)$_2$, -CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3;

(c) Q is ~~-CO-~~, –CONH-, ~~-SO_2-~~, or -SO_2NH-;

(d) R^2 is -$(CH_2)_yR^5$, -$(CH_2)_yCH(R^5)_2$, or -$(CH_2)_yCH(R^8)CH(R^5)_2$, wherein R^8 is OH or CH_2OH; and

(e) R^5 is -CH_2OH, -$(CH_2)_2OH$, isopropyl, or an optionally substituted group selected from pyrrolidin-1-yl, morpholin-4-yl, piperidin-1-yl, piperazin-1-yl, 4-methyl[1,4]diazepan-1-yl, 4-phenyl-piperazine-1-yl, pyridin-3-yl, pyridin-4-yl, imidazolyl, furan-2-yl, 1,2,3,4-tetrahydroisoquinoline, tetrahydrofuran-2-yl, cyclohexyl, phenyl, or benzyl.

15. (Currently amended) The method according to claim 14, wherein:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH(CH_2OH)$_2$,

-CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

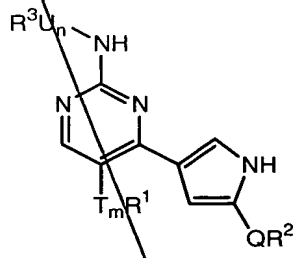
(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3;

(c) Q is ~~-CO-~~, -CONH-, ~~-SO_2-~~, or -SO_2NH-;

(d) R^2 is -$(CH_2)_yR^5$, -$(CH_2)_yCH(R^5)_2$, or -$(CH_2)_yCH(R^8)CH(R^5)_2$, wherein R^8 is OH or CH_2OH; and

(e) R^5 is -CH_2OH, -$(CH_2)_2OH$, isopropyl, or an optionally substituted group selected from pyrrolidin-1-yl, morpholin-4-yl, piperidin-1-yl, piperazin-1-yl, 4-methyl[1,4]diazepan-1-yl, 4-phenyl-piperazine-1-yl, pyridin-3-yl, pyridin-4-yl, imidazolyl, furan-2-yl, 1,2,3,4-tetrahydroisoquinoline, tetrahydrofuran-2-yl, cyclohexyl, phenyl, or benzyl.

16. (Currently amended) The method according to claim 11, wherein said compound is of formula **III-a**:



III-a

or a pharmaceutically acceptable ~~derivative~~ thereof.

17. (Currently amended) The method according to claim 16, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, -$CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, –CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

18. (Currently amended) The method according to claim 17, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring;

(c) Q is ~~-CO-~~, $-CO_2-$, –CONH-, ~~$-SO_2-$~~, $-SO_2NH-$, ~~-OC(O)NH-, -C(O)ONH-~~, or –~~CONHNH-~~;

(d) R^2 is $-NR^4(CH_2)_yN(R^4)_2$, $-(CH_2)_yR^5$, $-(CH_2)_yCH(R^5)_2$, or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

(f) R^4 is R, R^7, or $-(CH_2)_yCH(R^5)_2$; and

(g) R^5 is an optionally substituted group selected from phenyl, 5-6 membered heteroaryl, or 5-6 membered heterocyclyl.

19. A method of inhibiting ERK-2 activity in a patient, which method comprises administering to said patient a compound selected from the group consisting of:

4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid dimethylamide;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-pyrrolidin-1-yl-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-pyrrolidin-1-yl-methanone;

4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-morpholin-4-yl-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[1,4']bipiperidinyl-1'-yl-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(3-hydroxy-piperidin-1-yl)-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[1,4']bipiperidinyl-1'-yl-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[1,4']bipiperidinyl-1'-yl-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[1,4']bipiperidinyl-1'-yl-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-hydroxy-piperidin-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(2-fluoro-phenyl)-piperazin-1-yl]-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-phenyl-piperazin-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(4-fluoro-phenyl)-3,6-dihydro-2H-pyridin-1-yl]-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-pyridin-2-yl-piperazin-1-yl)-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-morpholin-4-yl-methanone;

4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-morpholin-4-yl-methanone;

4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(2-fluoro-phenyl)-piperazin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-phenyl-piperazin-1-yl)-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(4-fluoro-phenyl)-3,6-dihydro-2H-pyridin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(3,4-dihydro-1H-isoquinolin-2-yl)-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-pyridin-2-yl-piperazin-1-yl)-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-morpholin-4-yl-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-hydroxy-piperidin-1-yl)-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[1,4']bipiperidinyl-1'-yl-methanone;

4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(4-methoxy-phenyl)-piperazin-1-yl]-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(2-hydroxymethyl-piperidin-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(3,4-dihydro-1H-isoquinolin-2-yl)-methanone;

4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(4-fluoro-phenyl)-3,6-dihydro-2H-pyridin-1-yl]-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(3,4-dihydro-1H-isoquinolin-2-yl)-methanone;

4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-phenyl-piperazin-1-yl)-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-methyl-[1,4]diazepan-1-yl)-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(3,4-dihydro-1H-isoquinolin-2-yl)-methanone;

4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-methyl-[1,4]diazepan-1-yl)-methanone;

4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[2-(2-hydroxy-ethyl)-piperidin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-phenyl-piperazin-1-yl)-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(2-fluoro-phenyl)-piperazin-1-yl]-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(3-hydroxy-piperidin-1-yl)-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(4-methoxy-phenyl)-piperazin-1-yl]-methanone;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[4-(4-fluoro-phenyl)-3,6-dihydro-2H-pyridin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(2-fluoro-phenyl)-piperazin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(4-methoxy-phenyl)-piperazin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-methyl-[1,4]diazepan-1-yl)-methanone;

1-(4-{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carbonyl}-piperazin-1-yl)-ethanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(3,4-dihydro-1H-isoquinolin-2-yl)-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(3-hydroxy-piperidin-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-methyl-[1,4]diazepan-1-yl)-methanone;

1-(4-{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carbonyl}-piperazin-1-yl)-ethanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-methyl-[1,4]diazepan-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(3-hydroxy-piperidin-1-yl)-methanone;

4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid methyl-(2-pyridin-2-yl-ethyl)-amide;

[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-[2-(2-hydroxy-ethyl)-piperidin-1-yl]-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[2-(2-hydroxy-ethyl)-piperidin-1-yl]-methanone;

4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-pyridin-2-yl-piperazin-1-yl)-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-(4-hydroxy-piperidin-1-yl)-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-hydroxy-piperidin-1-yl)-methanone;

{4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-hydroxy-piperidin-1-yl)-methanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-(4-pyridin-2-yl-piperazin-1-yl)-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(2-hydroxy-ethyl)-piperazin-1-yl]-methanone;

1-{4-[4-(2-Amino-5-m-tolyl-pyrimidin-4-yl)-1H-pyrrole-2-carbonyl]-piperazin-1-yl}-ethanone;

{4-[2-Amino-5-(3,4-dimethoxy-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-[4-(2-fluoro-phenyl)-piperazin-1-yl]-methanone;

[4-(2-Amino-5-phenyl-pyrimidin-4-yl)-1H-pyrrol-2-yl]-pyrrolidin-1-yl-methanone;

{4-[2-Amino-5-(3-chloro-phenyl)-pyrimidin-4-yl]-1H-pyrrol-2-yl}-morpholin-4-yl-methanone;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3,4-difluoro-benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 4-fluoro-benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 4-methoxy-benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (tetrahydro-furan-2-ylmethyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (tetrahydro-furan-2-ylmethyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-(2,5-Diamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(5-Acetylamino-2-amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-[2-Amino-5-(3-methyl-ureido)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-hydroxy-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-methylaminomethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-hydroxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-[2-Cyclohexylamino-5-(3-methyl-ureido)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-[2-Acetylamino-5-(3-methyl-ureido)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4--(5-Hydroxy-2-methanesulfonylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-methanesulfonyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3-chloro-4-fluoro-benzylamide;

4-(2-Amino-5-hydroxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3,4-difluoro-benzylamide;

4-(2-Cyclohexylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 3,4-difluoro-benzylamide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (pyridin-4-ylmethyl)-amide;

4-[5-(3,5-Dichloro-phenyl)-2-phenylamino-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 3-trifluoromethyl-benzylamide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (benzo[1,3]dioxol-5-ylmethyl)-amide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-dimethylamino-2-pyridin-3-yl-ethyl)-amide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 4-methanesulfonyl-benzylamide;

4-[5-(3,5-Dichloro-phenyl)-2-phenylamino-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (benzo[1,3]dioxol-5-ylmethyl)-amide;

4-[5-(3,5-Dichloro-phenyl)-2-phenylamino-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-morpholin-4-yl-2-pyridin-3-yl-ethyl)-amide;

4-[2-Amino-5-(3-fluoro-5-trifluoromethyl-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-5-propyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

4-(2-Methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-pyridin-3-yl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-dimethylamino-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid propylamide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-phenyl-propyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (naphthalen-1-ylmethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid cyclopropylamide;

4-(2-Ethylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid 2-trifluoromethyl-benzylamide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (4-methyl-cyclohexyl)-amide;

4-(5-Ethyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid isopropylamide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-amino-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid benzyl-methyl-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

1-{4-[4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carbonyl]-piperazin-1-yl}-ethanone;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-phenyl-propyl)-amide;

4-(2-Amino-5-ethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-(6-methoxy-1H-indol-3-yl)-ethyl]-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-phenoxy-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (1-methyl-3-phenyl-propyl)-amide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (1H-benzoimidazol-2-ylmethyl)-amide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (1-hydroxymethyl-3-methyl-butyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-hydroxymethyl-2-(1H-imidazol-4-yl)-ethyl]-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (tetrahydro-furan-2-ylmethyl)-amide;

4-[2-(2-Diethylamino-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid 3,4-difluoro-benzylamide;

4-[5-Methyl-2-(2-piperidin-1-yl-quinazolin-4-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid benzylamide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-4-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-4-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Methoxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Hydroxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Benzo[1,3]dioxol-5-ylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(4-sulfamoyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Benzyloxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(4-Hydroxy-cyclohexylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Cyclohexyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Cyclopropyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-4-methyl-phenyl)-2-hydroxy-ethyl]-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-4-methyl-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[5-Methyl-2-(3-trifluoromethyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Benzylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3,4-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(4-Benzyloxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(2,2,2-trifluoro-ethylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Methoxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(4-trifluoromethoxy-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isobutylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Cyclopropylmethyl-amino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methoxymethyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-5-methoxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-propylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-hydroxymethyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-hydroxymethyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-[2-(1-Hydroxymethyl-cyclopropylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-cyclohexylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Hydroxymethyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

{[4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carbonyl]-amino}-phenyl-acetic acid methyl ester;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methoxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-pyridin-3-yl-ethyl)-amide;

4-(2-Ethylamino-5-hydroxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-5-trifluoromethyl-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(2-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Cyclopropyl-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2,3-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(1-Hydroxymethyl-2-methyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-oxo-1-phenyl-propyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(2-Chloro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(2-methoxy-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(2-Methoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isopropoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Chloro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2,3-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(2-Acetylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(pyridin-3-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{5-Methyl-2-[(tetrahydro-furan-2-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{5-Methyl-2-[(tetrahydro-furan-2-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

N'-{4-[5-(2-Hydroxy-1-phenyl-ethylcarbamoyl)-1H-pyrrol-3-yl]-5-methyl-pyrimidin-2-yl}-hydrazinecarboxylic acid ethyl ester;

4-{5-Methyl-2-[(pyridin-3-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyclopropylmethoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Isoxazol-3-ylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyanoamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Hydroxy-ethoxyamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(N',N'-Dimethyl-hydrazino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(2-trifluoromethyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(morpholin-4-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(5-methyl-isoxazol-3-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{2-[1-(3-Chloro-4-fluoro-phenyl)-2-hydroxy-ethylamino]-5-methyl-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Hydroxy-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

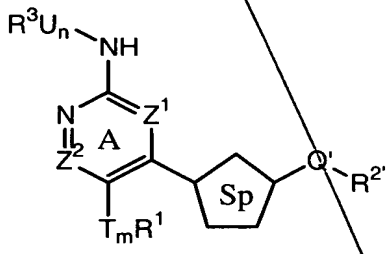
4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide; and

4-[5-Methyl-2-(2-methyl-cyclopropylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide.

20. (Currently amended) A compound of formula **I'**:



I'

or a pharmaceutically acceptable salt ~~derivative~~ thereof, wherein:

Sp is a spacer group comprising a 5-membered heteroaromatic ring, wherein Ring A and Q'$R^{2'}$ are attached to Sp at non-adjacent positions; and wherein Sp has up to two R^6

substituents, provided that two substitutable carbon ring atoms in Sp are not simultaneously substituted by R^6;

Z^1 is N and Z^2 is CH ~~are each independently selected from N or CH~~;

T is a linker group selected from –NH-, $-CH_2-$, -CO-, or a a saturated or unsaturated C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two saturated carbons of the chain are optionally replaced by –C(O)-, -C(O)C(O)-, $-CONR^7-$, $-CONR^7NR^7-$, $-CO_2-$, -OC(O)-, $-NR^7CO_2-$, -O-, $-NR^7CONR^7-$, $-OC(O)NR^7-$, $-NR^7NR^7-$, $-NR^7CO-$, -S-, -SO-, $-SO_2-$, $-NR^7-$, $-SO_2NR^7-$, or $-NR^7SO_2-$;

Q' is selected from $-CO_2-$, $-C(O)NR^7-$ or $-SO_2NR^7-$;

U is selected from $-NR^7-$, $-NR^7CO-$, $-NR^7CONR^7-$, $-NR^7CO_2-$, -O-, $-CONR^7-$, -CO-, $-CO_2-$, -OC(O)-, $-NR^7SO_2-$, $-SO_2NR^7-$, $-NR^7SO_2NR^7-$, or $-SO_2-$;

m and n are each independently selected from zero or one;

R^1 is selected from hydrogen, CN, halogen, R, $N(R^7)_2$, OR, or OH;

$R^{2'}$ is selected from $-(CH_2)_yCH(R^5)_2$ or $-(CH_2)_yCH(R^8)CH(R^5)_2$;

y is 0-6;

R^3 is selected from R^7, R, $-(CH_2)_yCH(R^8)R$, CN, $-(CH_2)_yCH(R^8)CH(R^5)_2$, or $-(CH_2)_yCH(R^8)N(R^4)_2$;

each R is independently selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms;

each R^4 is independently selected from R, R^7, $-COR^7$, $-CO_2R$, $-CON(R^7)_2$, $-SO_2R^7$, $-(CH_2)_yR^5$, or $-(CH_2)_yCH(R^5)_2$;

each R^5 is independently selected from R, OR, CO_2R, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

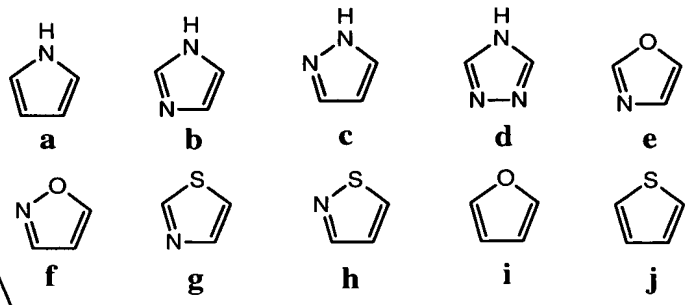
each R^6 is independently selected from R^7, F, Cl, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

R^8 is selected from R, $(CH_2)_wOR^7$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^7$; and

each w is independently selected from 0-4.

21. (Currently amended) The compound according to claim 20, wherein Sp is selected from one of the following:



or a pharmaceutically acceptable salt ~~derivative~~ thereof.

22. (Original) The compound according to claim 21, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, wherein R is carbocyclic, or an optionally substituted 5 or 6-membered aryl or heteroaryl ring.

23. (Original) The compound according to claim 22, wherein:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, wherein R is carbocyclic, or an optionally substituted 5 or 6-membered aryl or heteroaryl ring.

24. (Original) The compound according to claim 22, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH(CH_2OH)$_2$,

-CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3; and

(c) R^5 is OH, CH_2OH, carbocyclic, or an optionally substituted phenyl or pyridyl ring, and Q' is -C(O)NH-.

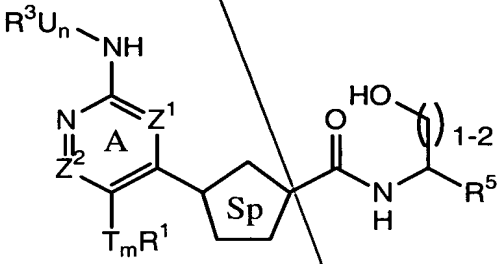
25. (Original) The compound according to claim 24, wherein:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH(CH_2OH)$_2$, -CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl, benzyl, or isoxazolyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3; and

(c) R^5 is OH, CH_2OH, carbocyclic, or an optionally substituted phenyl or pyridyl ring, and Q' is -C(O)NH-.

26. (Currently amended) The compound according to claim 21, wherein said compound is of formula **I"**:



I"

or a pharmaceutically acceptable salt ~~derivative~~ thereof.

27. (Original) The compound according to claim 26, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is an optionally substituted 6-membered aryl, heteroaryl, or carbocyclic ring.

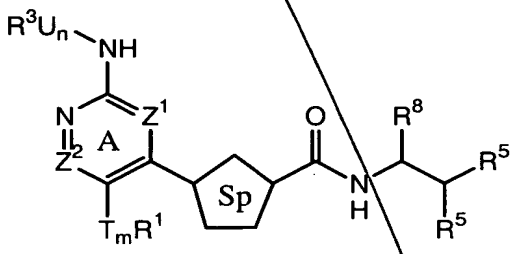
28. (Original) The compound according to claim 27, wherein:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is an optionally substituted 6-membered aryl, heteroaryl, or carbocyclic ring.

29. (Currently amended) The compound according to claim 21, wherein said compound is of formula **I°**:



I°

or a pharmaceutically acceptable salt ~~derivative~~ thereof.

30. (Original) The compound according to claim 29, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, -CH(R^8)R, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, wherein R is carbocyclic, or an optionally substituted 5 or 6-membered aryl or heteroaryl ring.

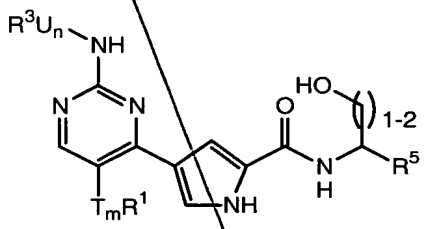
31. (Original) The compound according to claim 30, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, amino, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, wherein R is carbocyclic, or an optionally substituted 5 or 6-membered aryl or heteroaryl ring.

32. (Currently amended) A compound of formula **III-a'**:



III-a'

or a pharmaceutically acceptable salt ~~derivative~~ thereof, wherein:

T is a linker group selected from –NH-, $-CH_2-$, $-CO-$, or a a saturated or unsaturated C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two saturated carbons of the chain are optionally replaced by –C(O)-, -C(O)C(O)-, $-CONR^7-$, $-CONR^7NR^7-$, $-CO_2-$, -OC(O)-, $-NR^7CO_2-$, -O-, $-NR^7CONR^7-$, $-OC(O)NR^7-$, $-NR^7NR^7-$, $-NR^7CO-$, -S-, -SO-, $-SO_2-$, $-NR^7-$, $-SO_2NR^7-$, or $-NR^7SO_2-$;

U is selected from $-NR^7-$, $-NR^7CO-$, $-NR^7CONR^7-$, $-NR^7CO_2-$, -O-, $-CONR^7-$, -CO-, $-CO_2-$, -OC(O)-, $-NR^7SO_2-$, $-SO_2NR^7-$, $-NR^7SO_2NR^7-$, or $-SO_2-$;

m and n are each independently selected from zero or one;

R^1 is selected from hydrogen, CN, halogen, R, $N(R^7)_2$, OR, or OH;

R^3 is selected from R^7, R, $-(CH_2)_yCH(R^8)R$, CN, $-(CH_2)_yCH(R^8)CH(R^5)_2$, or $-(CH_2)_yCH(R^8)N(R^4)_2$;

each R is independently selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms;

each R^4 is independently selected from R, R^7, $-COR^7$, $-CO_2R$, $-CON(R^7)_2$, $-SO_2R^7$, $-(CH_2)_yR^5$, or $-(CH_2)_yCH(R^5)_2$;

each R^5 is independently selected from R, OR, CO_2R, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^6 is independently selected from R^7, F, Cl, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

R^8 is selected from R, $(CH_2)_wOR^7$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^7$; and

each w is independently selected from 0-4.

33. (Original) The compound according to claim 32, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is an optionally substituted 6-membered aryl, heteroaryl, or carbocyclic ring.

34. (Original) The compound according to claim 33, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is an optionally substituted 6-membered aryl, heteroaryl, or carbocyclic ring.

35. (Original) The compound according to claim 33, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH($CH_2OH)_2$, -CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl or benzyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3; and

(c) R^5 is cyclohexyl or an optionally substituted phenyl or pyridylring.

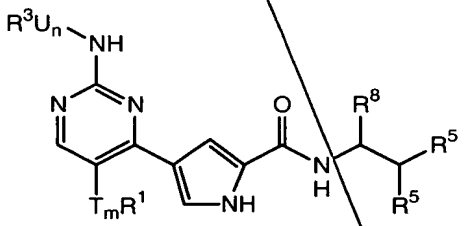
36. (Original) The compound according to claim 35, wherein:

(a) R^3 is selected from hydrogen, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, isopropyl, -CH(CH_2OH)phenyl, -CH(CH_2OH)ethyl, -CH($CH_2OH)_2$, -CH(CH_2OH)isopropyl, -CH(CH_2OH)CH_2cyclopropyl, or an optionally substituted phenyl or benzyl group;

(b) T_mR^1 is selected from optionally substituted phenyl, methyl, ethyl, propyl, cyclopropyl, cyclohexyl, CH_2OCH_3, CH_2OH, OH, NH_2, $NHCH_3$, NHAc, $NHC(O)NHCH_3$, or CH_2NHCH_3; and

(c) R^5 is cyclohexyl or an optionally substituted phenyl or pyridyl ring.

37. (Currently amended) A compound of formula **III-a°**:



III-a°

or a pharmaceutically acceptable derivative thereof, wherein:

T is a linker group selected from –NH-, -CH_2-, -CO-, or a a saturated or unsaturated C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two saturated carbons of the chain are optionally replaced by –C(O)-, -C(O)C(O)-, -$CONR^7$-, -$CONR^7NR^7$-, -

CO_2-, -OC(O)-, -NR^7CO_2-, -O-, -NR^7CONR^7-, -OC(O)NR^7-, -NR^7NR^7-, -NR^7CO-, -S-, -SO-, -SO_2-, -NR^7-, -SO_2NR^7-, or -NR^7SO_2-;

U is selected from –NR^7-, -NR^7CO-, -NR^7CONR^7-, -NR^7CO_2-, -O-, -$CONR^7$-, -CO-, -CO_2-, -OC(O)-, -NR^7SO_2-, -SO_2NR^7-, -$NR^7SO_2NR^7$-, or -SO_2-;

m and n are each independently selected from zero or one;

R^1 is selected from hydrogen, CN, halogen, R, $N(R^7)_2$, OR, or OH;

y is 0-6;

R^3 is selected from R^7, R, -$(CH_2)_yCH(R^8)R$, CN, -$(CH_2)_yCH(R^8)CH(R^5)_2$, or -$(CH_2)_yCH(R^8)N(R^4)_2$;

each R is independently selected from an optionally substituted group selected from C_{1-6} aliphatic, C_{6-10} aryl, a heteroaryl ring having 5-10 ring atoms, or a heterocyclyl ring having 3-10 ring atoms;

each R^4 is independently selected from R, R^7, -COR^7, -CO_2R, -$CON(R^7)_2$, -SO_2R^7, -$(CH_2)_yR^5$, or -$(CH_2)_yCH(R^5)_2$;

each R^5 is independently selected from R, OR, CO_2R, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^6 is independently selected from R^7, F, Cl, $(CH_2)_yN(R^7)_2$, $N(R^7)_2$, OR^7, SR^7, NR^7COR^7, $NR^7CON(R^7)_2$, $CON(R^7)_2$, SO_2R^7, $NR^7SO_2R^7$, COR^7, CN, or $SO_2N(R^7)_2$;

each R^7 is independently selected from hydrogen or an optionally substituted C_{1-6} aliphatic group, or two R^7 on the same nitrogen are taken together with the nitrogen to form a 5-8 membered heterocyclyl or heteroaryl ring;

R^8 is selected from R, $(CH_2)_wOR^7$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^7$; and

each w is independently selected from 0-4.

38. (Original) The compound according to claim 37, wherein said compound has one or more features selected from the group consisting of:

(a) R^3 is hydrogen, carbocyclyl, -$CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, and R^8 is R^7 or OR^7.

39. (Original) The compound according to claim 38, wherein:

(a) R^3 is hydrogen, carbocyclyl, $-CH(R^8)R$, or an optionally substituted group selected from C_{1-4} aliphatic, 3-6 membered heterocyclic, or a 5-6 membered aryl or heteroaryl ring;

(b) T_mR^1 is hydrogen, $N(R^4)_2$, OH, 3-6 membered carbocyclyl, or an optionally substituted group selected from C_{1-6} aliphatic or a 5-6 membered aryl or heteroaryl ring; and

(c) R^5 is R or OR^7, and R^8 is R^7 or OR^7.

40. (Original) A compound selected from the group consisting of:

4-[2-Amino-5-(3-chloro-2-fluoro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-(2-Amino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-Amino-5-(3,5-dichloro-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-dimethylamino-2-pyridin-3-yl-ethyl)-amide;

4-[5-(3,5-Dichloro-phenyl)-2-phenylamino-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-morpholin-4-yl-2-pyridin-3-yl-ethyl)-amide;

4-[2-Amino-5-(3-fluoro-5-trifluoromethyl-phenyl)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (1-hydroxymethyl-3-methyl-butyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-hydroxymethyl-2-(1H-imidazol-4-yl)-ethyl]-amide;

4-(5-Methyl-2-methylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-4-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-4-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Methoxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Hydroxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Benzo[1,3]dioxol-5-ylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(4-sulfamoyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Benzyloxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(4-Hydroxy-cyclohexylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Cyclohexyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Cyclopropyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-4-methyl-phenyl)-2-hydroxy-ethyl]-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-4-methyl-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[5-Methyl-2-(3-trifluoromethyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Benzylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3,4-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(4-Benzyloxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(2,2,2-trifluoro-ethylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Methoxy-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(4-trifluoromethoxy-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isobutylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Cyclopropylmethyl-amino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methoxymethyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-5-methoxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-propylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-2-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-hydroxymethyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-hydroxymethyl-2-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (3-hydroxy-1-phenyl-propyl)-amide;

4-[2-(1-Hydroxymethyl-cyclopropylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-cyclohexylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Hydroxymethyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

{[4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carbonyl]-amino}-phenyl-acetic acid methyl ester;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Amino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-methyl-2-phenyl-ethyl)-methyl-amide;

4-(2-Ethylamino-5-methoxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-pyridin-3-yl-ethyl)-amide;

4-(2-Ethylamino-5-hydroxymethyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-5-trifluoromethyl-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(2-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Cyclopropyl-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2,3-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(1-Hydroxymethyl-2-methyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-oxo-1-phenyl-propyl)-amide;

4-(2-Ethylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(2-Chloro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(3-trifluoromethyl-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [2-hydroxy-1-(2-methoxy-phenyl)-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-(2-Cyclopropylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(2-Methoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Isopropoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(3-Dimethylamino-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Chloro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-phenyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2,3-Dimethyl-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(3-Fluoro-phenylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(2-Acetylamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(pyridin-3-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{5-Methyl-2-[(tetrahydro-furan-2-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{5-Methyl-2-[(tetrahydro-furan-2-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

N'-{4-[5-(2-Hydroxy-1-phenyl-ethylcarbamoyl)-1H-pyrrol-3-yl]-5-methyl-pyrimidin-2-yl}-hydrazinecarboxylic acid ethyl ester;

4-{5-Methyl-2-[(pyridin-3-ylmethyl)-amino]-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyclopropylmethoxyamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(Isoxazol-3-ylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(2-Cyanoamino-5-methyl-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-methyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-(5-Methyl-2-o-tolylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Hydroxy-ethoxyamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(N',N'-Dimethyl-hydrazino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(2-trifluoromethyl-phenylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(morpholin-4-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[5-Methyl-2-(5-methyl-isoxazol-3-ylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-{2-[1-(3-Chloro-4-fluoro-phenyl)-2-hydroxy-ethylamino]-5-methyl-pyrimidin-4-yl}-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-(5-Methyl-2-phenylamino-pyrimidin-4-yl)-1H-pyrrole-2-carboxylic acid [1-(3-fluoro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(2-Hydroxy-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid [1-(3-chloro-phenyl)-2-hydroxy-ethyl]-amide;

4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-m-tolyl-ethyl)-amide;

4-[2-(2-Hydroxy-1-hydroxymethyl-ethylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide;

4-[2-(1-Hydroxymethyl-propylamino)-5-methyl-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide; and

4-[5-Methyl-2-(2-methyl-cyclopropylamino)-pyrimidin-4-yl]-1H-pyrrole-2-carboxylic acid (2-hydroxy-1-phenyl-ethyl)-amide.

41. (Currently amended) A composition comprising an effective amount of a compound according to any of claims 20-40 and a pharmaceutically acceptable carrier.

42. (Currently amended) The composition according to claim 41, further comprising an additional therapeutic agent selected from a chemotherapeutic agent or anti-proliferative agent, or an agents for treating diabetes, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, an agent for treating neurlogical disorders, an agent for treating cardiovascular disease, an agent for treating liver disease, cholestyramine, an interferon, an anti-viral agents, an agents for treating blood disorders, or an agent for treating immunodeficiency disorders.

43. (Previously amended by preliminary amendment) A method of inhibiting ERK2, GSK-3, Aurora-2, AKT3, CDK2, or Lck activity in a patient comprising the step of administering to said patient a therapeutically effective amount of the composition according to claim 41.

44. (Original) The method according to claim 43, wherein said method inhibits ERK2 activity in a patient.

45. (Canceled).

46. (Canceled).

47. (Currently amended) ~~The method according to claim 45~~, A method of treating a disease in a patient in need thereof, wherein said disease is selected from cancer, stroke, diabetes, hepatomegaly, cardiovascular disease, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation, neurological disorders, a hormone-related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, conditions associated with cell death, thrombin-induced platelet aggregation, chronic myelogenous leukemia (CML), liver disease, pathologic immune conditions involving T cell activation, or CNS disorders, comprising the step of administering to said patient a composition according to claim 41.

48. (Original) The method according to claim 47, wherein the disease is cancer.

49. (Original) The method according to claim 48, wherein the disease is a cancer selected from breast; ovary; cervix; prostate; testis, genitourinary tract; esophagus; larynx, glioblastoma; neuroblastoma; stomach; skin, keratoacanthoma; lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma; bone; colon, adenoma; pancreas, adenocarcinoma; thyroid, follicular carcinoma, undifferentiated carcinoma, papillary carcinoma; seminoma; melanoma; sarcoma; bladder carcinoma; liver carcinoma and biliary passages; kidney carcinoma; myeloid disorders; lymphoid disorders, Hodgkin's, hairy cells; buccal cavity and pharynx (oral), lip, tongue, mouth, pharynx; small intestine; colon-rectum, large intestine, rectum; brain and central nervous system; or leukemia.

50. (Currently amended) The method according to claim ~~47~~ 45, wherein the disease is cardiovascular disease.

51. (Original) The method according to claim 50, wherein the disease is a cardiovascular disease selected from restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure.

52. (Canceled).

53. (Canceled).

54. (Currently amended) ~~The method according to claim 52,~~ A method of treating a disease in a patient in need thereof, wherein said disease is diabetes, comprising the step of administering to said patient a composition according to claim 41.

55. (Currently amended) ~~The method according to claim 52,~~ A method of treating a disease in a patient in need thereof, wherein said disease is Alzheimer's disease, comprising the step of administering to said patient a composition according to claim 41.

56. (Currently amended) ~~The method according to claim 52,~~ A method of treating a disease in a patient in need thereof, wherein said disease is schizophrenia, comprising the step of administering to said patient a composition according to claim 41.

57. (Original) A method of enhancing glycogen synthesis in a patient in need thereof, which method comprises the step of administering to said patient a therapeutically effective amount of the composition according to claim 41.

58. (Original) A method of lowering blood levels of glucose in a patient in need thereof, which method comprises the step of administering to said patient a therapeutically effective amount of the composition according to claim 41.

59. (Original) A method of inhibiting the production of hyperphosphorylated Tau protein in a patient in need thereof, which method comprises the step of administering to said patient a therapeutically effective amount of the composition according to claim 41.

60. (Original) A method of inhibiting the phosphorylation of β-catenin in a patient in need thereof, which method comprises the step of administering to said patient a therapeutically effective amount of the composition according to claim 41.

61. (Canceled).

62. (Canceled).

63. (Currently amended) ~~The method according to claim 61,~~ A method of treating a disease in a patient in need thereof, wherein said disease is selected from ~~colon, breast, stomach, or ovarian cancer,~~ cancer selected from colon, breast, lung, kidney, ovary, pancreas, CNS, or cancer of the gastric tract, comprising the step of administering to said patient a composition according to claim 41.

64. (Canceled).

65. (Currently amended) ~~The method according to claim 64,~~ A method of treating a disease in a patient in need thereof, wherein said disease is selected from cancer, Alzheimer's disease, restenosis, angiogenesis, glomerulonephritis, cytomegalovirus, HIV, herpes, psoriasis, atherosclerosis, alopecia, or an autoimmune disease, comprising the step of administering to said patient a composition according to claim 41.

66. (Canceled).

67. (Currently amended) ~~The method according to claim 66,~~ A method of treating a disease in a patient in need thereof, wherein said disease is selected from an autoimmune disease or transplant rejection, comprising the step of administering to said patient a composition according to claim 41.

68. (Original) A method of inhibiting ERK2, Aurora-2, GSK-3, CDK-2, AKT3, or Lck activity in a biological sample comprising the step of contacting said biological sample with a compound according to any one of claims 20-40.

69. (Original) A composition for coating an implantable device comprising a compound according to claim 20 and a carrier suitable for coating said implantable device.

70. (Original) An implantable device coated with a composition according to claim 69.